

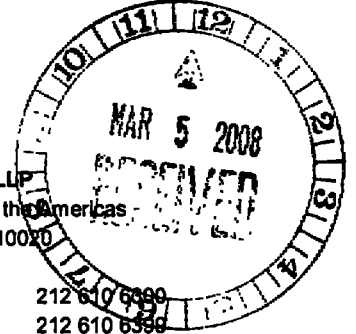
RECORDATION NO 23658-C FILED

MAR 05 '08

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SURFACE TRANSPORTATION BOARD

ALLEN & OVERY



Allen & Overy LLP  
1221 Avenue of the Americas  
New York NY 10020

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Direct line 212 756 1173  
erin.thomas@allenoverly.com

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Our ref EET/51231-00008 NY:3078613.5

February 28, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated February 28, 2008. The primary document to which it is connected is recorded under Recordation Number 23658.

The names and addresses of the parties to the enclosed documents are:

Trustee:	U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut 225 Asylum Street, 23 <sup>rd</sup> Floor Hartford, Connecticut 06103
Lessee:	General Electric Capital Corporation 120 Long Ridge Road Stamford, Connecticut 06927

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$35.00 is enclosed.

A short summary of the document to appear in the index follows:

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23658, dated September 12, 2001, and covering railcars with the various series described in Schedules A and B.

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Allen & Overy LLP or an affiliated undertaking has an office in each of: Amsterdam, Antwerp, Bangkok, Beijing, Bratislava, Brussels, Budapest, Dubai, Dusseldorf, Frankfurt, Hamburg, Hong Kong, London, Luxembourg, Madrid, Mannheim, Milan, Moscow, New York, Paris, Prague, Riyadh (associated office), Rome, Shanghai, Singapore, Tokyo and Warsaw.

Yours sincerely,

A handwritten signature in black ink, consisting of stylized initials 'E E' followed by a large, sweeping flourish that extends upwards and to the right.

**Erin E. Thomas**  
Associate

MAR 05 '08

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## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT AND LEASE SUPPLEMENT**

This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement with Recordation Number 23658 is made and entered into as of February 28, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut (hereinafter "Trustee") and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement dated July 23, 2004, which supplemented the Lease Agreement (RAIL-2001-NC) dated September 12, 2001, and the Lease Supplement dated September 12, 2001 (collectively "the Lease") between Trustee and Lessee.

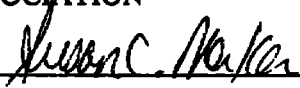
Pursuant to the provisions of the Lease, Trustee and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, (x) Trustee has agreed to lease to the Lessee and the Lessee has agreed to lease from the Trustee, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (y) the Items of Equipment described in Schedule B hereto are hereby deleted from the Lease and are no longer deemed Items of Equipment for any purpose and subject to the terms defined in the Lease.
2. Trustee and Lessee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Trustee and Lessee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement and the provisions of the Lease, the provisions of the Lease, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

TRUSTEE:

U.S. BANK NATIONAL  
ASSOCIATION

By: 

Name: Susan C. Merker  
Vice President

Title: \_\_\_\_\_

STATE OF Connecticut )

) SS:

COUNTY OF Hartford )

On this 15<sup>th</sup> of February, 2008, before me personally appeared Susan C. Merker,  
to me personally known, who being duly sworn, state that she is Vice President of  
U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said  
corporation by authority of its board of directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission expires

SUSAN P. McNALLY  
Notary Public - Connecticut  
My Commission Expires Mar. 31, 2010

**LESSEE:**

**GENERAL ELECTRIC CAPITAL  
CORPORATION**

By: 

Name: Joseph L. Carraro

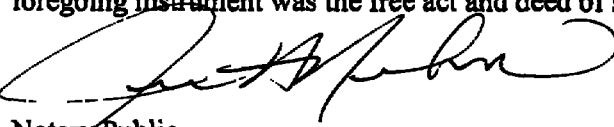
Title: Attorney in Fact

STATE OF ILLINOIS )

) SS:

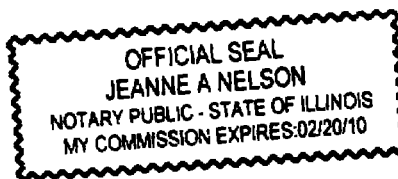
COUNTY OF COOK )

On this 26<sup>th</sup> of Feb, 2008 before me personally appeared Joseph LaHannzio,  
to me personally known, who being duly sworn, state that he is ATTY in FACT of  
GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said  
corporation by authority of its board of directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission expires 2/28/2010





**Schedule A**

**REPLACEMENT ITEMS**

<b>Car Mark</b>	<b>Car Type</b>	<b>Built Date</b>	<b>CC#</b>
GEAX 02076	Coal Gondola	2001	451840
GEAX 02077	Coal Gondola	2001	451841
GNAX 007301	Hopper	2002	466114
AGHX 096033	Hopper	2003	688120
NAHX 10159	Hopper	2003	683758

**Schedule B**

**ITEMS TO BE REPLACED**

<b>Car Mark</b>	<b>Car Type</b>	<b>Built Date</b>	<b>CC#</b>
CHTT200335	Hopper	1994	299865
NAHX062335	Hopper	1995	394246
DEEX 001011	Hopper	1995	303431
NAHX 61115	Coal Gondola	1994	298745
CHTT 200347	Hopper	1994	299877

**MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT AND LEASE  
SUPPLEMENT**

This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement with Recordation Number 23658 is made and entered into as of February 28, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut (hereinafter "Trustee") and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement dated July 23, 2004, which supplemented the Lease Agreement (RAIL-2001-NC) dated September 12, 2001, and the Lease Supplement dated September 12, 2001 (collectively "the Lease") between Trustee and Lessee.

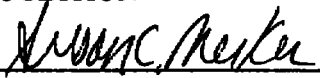
Pursuant to the provisions of the Lease, Trustee and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, (x) Trustee has agreed to lease to the Lessee and the Lessee has agreed to lease from the Trustee, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (y) the Items of Equipment described in Schedule B hereto are hereby deleted from the Lease and are no longer deemed Items of Equipment for any purpose and subject to the terms defined in the Lease.
2. Trustee and Lessee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Trustee and Lessee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement and the provisions of the Lease, the provisions of the Lease, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

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TRUSTEE:

U.S. BANK NATIONAL  
ASSOCIATION

By: 

Name: Susan C. Merker  
Vice President

Title: \_\_\_\_\_

STATE OF Connecticut )

) SS:

COUNTY OF Hartford )

On this 15<sup>th</sup> of February, 2008, before me personally appeared Susan C. Merker,  
to me personally known, who being duly sworn, state that she is Vice President of  
U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said  
corporation by authority of its board of directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission expires

SUSAN P. McNALLY  
Notary Public - Connecticut  
My Commission Expires Mar. 31, 2010

LESSEE:

GENERAL ELECTRIC CAPITAL  
CORPORATION

By: 

Name: Joseph Lattanzio

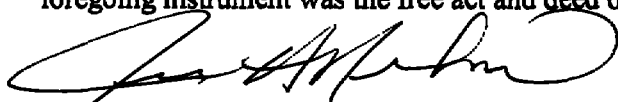
Title: Attorney in Fact

STATE OF ILLINOIS )

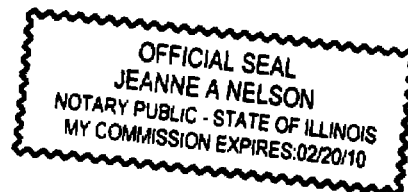
) SS:

COUNTY OF Cook )

On this 25<sup>th</sup> of Feb, 2008 before me personally appeared Joseph LaHanza,  
to me personally known, who being duly sworn, state that he is Attorney in Fact of  
GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said  
corporation by authority of its board of directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission expires 2/20/2010





**Schedule A**

**REPLACEMENT ITEMS**

<b>Car Mark</b>	<b>Car Type</b>	<b>Built Date</b>	<b>CC#</b>
GEAX 02076	Coal Gondola	2001	451840
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